

WEST **PGH**
CHAMBER OF COMMERCE

West Pittsburgh Chamber of Commerce

BYLAWS

WEST PITTSBURGH CHAMBER OF COMMERCE BYLAWS

ARTICLE I - General

Section 1: Name

This organization is registered under the laws of the Commonwealth of Pennsylvania and shall be known as the West Pittsburgh Chamber of Commerce.

Section 2: Purpose

The West Pittsburgh Chamber of Commerce promotes and strengthens member businesses and the neighborhoods of West Pittsburgh through education, advocacy, networking, cooperation and social actions.

Section 3: Area

The area defined by the City of Pittsburgh as District 2 of Pittsburgh and the surrounding area.

Section 4: Limitation of Methods

The West Pittsburgh Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II - Membership

Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election of Membership

Applications for membership shall be in writing or electronic format on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3: Dues

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination

1. Any member may resign from the chamber upon written request to the Board of Directors;
2. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
3. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

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Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III - Meetings

Section 1: Annual Membership Meeting

The annual meeting of the West Pittsburgh Chamber of Commerce, in compliance with State law, shall be held during February of each year. The time and place shall be fixed by the Board of Directors and notice provided to each member at least ten (10) days before said meeting.

Section 2: Board of Directors Meetings

The Board of Directors shall meet monthly and meetings may be called by the President of the Board or upon the written request of (3) three members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least (1) one day prior to the meeting. The Board of Directors may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

The business of the Chamber shall be conducted by the Board of Directors and issues shall be decided by majority vote when a quorum of voting Board members is present.

Section 3: Additional Meetings

General meetings of the chamber may be called by the President of the Board at any time, or upon petition in writing of 51% of members in good standing:

- A. Notice of special meetings shall be provided to each member at least five (5) days prior to such meetings;
- B. Committee meetings may be called at any time by the President of the Board or the committee Chair-Person. Any committee of the Chamber may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other.

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Section 4: Quorums

At any duly called general meeting of the Chamber, attending members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 5: Notices, Agenda, Minutes

Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV - Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of up to (11) eleven members, elected for staggered, three-year terms, with three (3) directors being elected one year and (4) four elected the next two years. The Board Past President shall serve as an Ex Officio Member of the Board for one year.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Selection and Election of Directors

- A. **Nominating Committee.** At the regular September Board meeting, the President of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of (5) five members of the Chamber. The President of the Board shall designate the Chair-Person of the committee.

Prior to the October meeting, the Nominating Committee shall present to the Executive Director a slate of candidates to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

The Nominating Committee shall be responsible for oversight of the election proceedings.

- B. **Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.
- C. **Nominations by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (3) three qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

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- D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular November Board meeting.
- E. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates to fill the vacant positions. The Executive Director shall provide this ballot to all active members at least (15) fifteen days before the regular November Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at its regular November Board meeting declare the candidates with the greatest number of votes elected.

Section 3: Seating of New Directors

All newly elected and appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of their term.

Section 4: Vacancies

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Failure of a director to attend three consecutive unexcused meetings of the Board shall result in automatic termination from the Board. The determination of whether an absence is excused shall be made by the Board in its sole discretion.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

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The Chamber may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law.

ARTICLE V - Officers

Section 1: Determination of Officers

The Board of Directors (new and retiring), at its regular December meeting, shall reorganize for the coming year. At this meeting, if applicable, the Board shall elect the President of the Board, Vice-President, Secretary and the Treasurer. All officers shall take office on January 1st and serve for a term of (2) two years or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

- A. **President of the Board.** The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President of the Board shall, with the advice and counsel of the Executive Director, assign Committee Chairmen to divisional or departmental responsibility, subject to the Board of Directors approval.

The President of the Board shall, with advice and counsel of the Executive Director, determine all committees, select all committee Chair-Persons, assist in the selection of committee personnel, subject to approval of the Board of Directors.

- B. **Vice President.** The duties of the Vice President shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- C. **Secretary.** The Secretary shall attend all meetings of the members, the Corporate Board of Directors, and the Executive Committee, and record the minutes of such meetings including all votes taken, and otherwise maintain accurate records of the proceedings of the Chamber of Commerce. The Secretary certifies copies of all records of the Chamber of Commerce.
- D. **Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the Executive Director, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.
- E. **Executive Director.** The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as advisor to the President of the Board and shall assemble information and data and cause to be prepared special reports as directed by the Chamber. The Executive Director shall be a member of the Board of Directors and the

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Executive Committee. The Executive Director shall serve as a conduit to political offices and leaders.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President of the Board, Vice-President, Secretary, Treasurer and the Executive Director. The President of the Board will serve as chairman of the Executive Committee.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI - Committees

Section 1: Appointment and Authority

The President of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chair-persons. The President of the Board may appoint such ad hoc committees and their chair-persons as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President of the Board, unless a different term is approved by the Board of Directors.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee actions have been approved by the Board of Directors, it shall be incumbent upon the committee chair-person or, in their absence, whomever they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and

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proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII - Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget, if any, will be designated as reserve.

Section 2: Disbursements

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Internal Audit

The accounts of the Chamber of Commerce shall conduct an internal audit annually as of the close of business on December 31. The audit shall at all times be available to members of the organization within the offices of the Chamber.

ARTICLE VIII - Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

ARTICLE IX - Parliamentary Procedures

Section 1: Parliamentary Authority

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The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE X - Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing or electronic format at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: 5/24/2017


Anthony Mazzarini, President